

RECEIVED

By Docket Room at 4:15 pm, Jan 13, 2023

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Marcia Hook
To Call Writer Directly:
+1 202 389 3154
marcia.hook@kirkland.com

1301 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
United States

+1 202 389 5000

www.kirkland.com

Facsimile:
+1 202 389 5200

January 13, 2023

Via Email

Mrs. Amy Sweeney
U.S. Department of Energy
Natural Gas Regulation
FE-34 - ROOM 3E-056
1000 Independence Avenue, S.W.
Washington, D.C. 20585
fergas@hq.doe.gov

Re: Hudson Energy Services, LLC, FE Docket No. 21-53-NG
Just Energy New York Corp., FE Docket No. 21-73-NG
Just Energy Ontario L.P., FE Docket No. 21-59-NG
Notice of Change in Control

Dear Mrs. Sweeney:

Pursuant to the U.S. Department of Energy (“DOE”), Office of Fossil Energy and Carbon Management’s (“DOE/FECM”) authorizations in the referenced dockets and the DOE/FECM CIC Procedures,¹ Hudson Energy Services, LLC (“Hudson”), Just Energy New York Corp. (“JENY”), and Just Energy Ontario L.P. (“JE Ontario”, and together with Hudson and JENY, the “Just Energy Entities”) hereby submit the following notice of change in control.

Background

As summarized in the table below, each of the Just Energy Entities is authorized to import and export natural gas from and to Canada, a nation with which there is in effect a free trade agreement (“FTA”) requiring national treatment for trade in natural gas, pursuant to transactions that have terms of not greater than two years.

¹ U.S. Dep’t of Energy, Procedures for Changes in Control Affecting Applications and Authorizations to Import or Export Natural Gas, 79 Fed. Reg. 65,541 (Nov. 5, 2014) (“DOE/FECM CIC Procedures”).

KIRKLAND & ELLIS LLP

Amy Sweeney
January 13, 2023
Page 2

Just Energy Entity	Docket No.	Order No.	Volume
Hudson	21-53-NG	4705	200 billion cubic feet (“Bcf”)
JE Ontario	21-59-NG	4710	200 Bcf
JENY	21-73-NG	4724	100 Bcf

Description of Transaction

At the time the Just Energy Entities filed their applications in the referenced dockets, they were owned by Just Energy Group Inc. (“JEGI”). On December 16, 2022, LVS III SPE XV LP, TOCU XVII LLC, HVS XVI LLC, OC II LVS XIV LP, and OC III LFE I LP increased their aggregate voting equity interest in Just Energy (U.S.) Corp (“JEUS”) from approximately 28.9% to 100%. The transaction also resulted in a change to the ownership structure of the above-captioned Just Energy Entities—JEUS is now the parent company of all of the Just Energy entities, including the above-captioned Just Energy Entities, and the former parent company, JEGI, is now a subsidiary of JEUS. As such, the Just Energy Entities are no longer owned by JEGI.

The transaction was authorized by the Federal Energy Regulatory Commission on November 14, 2022.²

Notice of Change in Control

The DOE/FECM CIC Procedures state that a change in control

mean[s] a change, directly or indirectly, of the power to direct the management or policies of an entity whether such power is exercised through one or more intermediary companies or pursuant to an agreement, written or oral, and whether such power is established through ownership or voting of securities, or common directors, officers, or stockholders, or voting trusts, holding trusts, or debt holdings, or contract, or any other direct or indirect means.³

² *Just Energy (U.S.) Corp.*, 181 FERC ¶ 62,101 (2022).

³ DOE/FECM CIC Procedures at 65,542.

KIRKLAND & ELLIS LLP

Amy Sweeney
January 13, 2023
Page 3

A rebuttable presumption that control exists arises from the ownership or power to vote, directly or indirectly, 10 percent or more of the voting securities of such entity.⁴

The procedures for notifying DOE/FECM of a change in control are set forth in the DOE/FECM CIC Procedures, pursuant to which a holder of an export authorization may notify DOE/FECM of a transaction by submitting a statement of change in control to DOE/FECM no later than 30 days after such changes have been effectuated.⁵

Upon receipt of a statement of a change in control for a long-term FTA natural gas import or export authorization, DOE will give immediate effect to the change in control and take no further action.⁶ Although the DOE/FECM CIC Procedures explicitly apply to long-term import and export authorizations, the Just Energy Entities respectfully request that DOE/FECM provide the same treatment to their short-term, blanket import and export authorizations.⁷

Conclusion

For the foregoing reasons, the Just Energy Entities respectfully request that the DOE/FECM give effect to the change in control described herein.

Please contact the undersigned with any questions regarding this notice. Thank you for your attention to this matter.

⁴ *Id.*

⁵ *Id.*

⁶ *Id.*

⁷ *See* Cameron LNG, LLC *et al.*, DOE/FECM Order No. 4815, Docket Nos. 11-145-LNG *et al.*, at 7 (May 3, 2022) (applying DOE/FECM CIC Procedures to short-term blanket FTA import and export authorizations).

KIRKLAND & ELLIS LLP

Amy Sweeney
January 13, 2023
Page 4

Respectfully submitted,

/s/ Marcia Hook
Marcia Hook
Cassidy Hall
Kirkland & Ellis LLP
1301 Pennsylvania Avenue, N.W.
Washington, D.C. 20004

Counsel for the Just Energy Entities